

**Minutes of the Governance Committee Meeting held on
Monday 10th June 2019 at 10.00am**

Present: Christine Bampton
John Clarke - Principal
Veronica Fell
Rob Firth
Vickie Hayes
Mo Kundi - Chair

In Attendance: Gareth Catterson – Clerk to the Corporation
Caroline Jenkinson – Assistant Clerk to the Corporation

Action

G.19.104 Item 1: Apologies for absence

None.

G.19.105 Item 2: Declarations of Interest

A standing declaration of interest was received from Veronica Fell (Chair of the Corporation) as she is married to John Fell (Independent Governor).

G.19.106 Item 3: Minutes of the Previous Meeting – 14 February 2019

The Board resolved to approve the minutes as an accurate record.

G.19.107 Item 4: Matters arising

Progress on actions arising from the Governance meeting held on 14 February 2019 were considered via the Actions Summary.

The Assistant Clerk referred to the ETF Foundation Online Learning available to all governors which the Clerk had previously circulated. A governor confirmed they had completed the modules and found them very informative. The Clerk stated he would re-send the link as a reminder with regards to this training.

Clerk

The Chair of Corporation referred to Equality and Diversity (E&D) training for governors and requested that it be available and undertaken by governors prior to the end of the academic year. The Assistant Clerk confirmed this was currently in the process of being arranged with the Director of Teaching & Learning and Sixth Form and would be in the form of an online training package. Assistant Clerk to progress.

Asst Clerk

G.19.108 Item 5: Confidential Business

There were no items of confidential business relating to the agenda.

G19.109 Item 6: Review of Skills Audit

The Clerk presented the Skills Audit report which gave an overview of the current level and areas of skills on the Board. He confirmed all independent governors had completed the skills audit form. Areas where essential skills on the Board were quite low were highlighted along with those skills which were desirable to have but not critical.

Discussions took place with regards to the areas identified as requiring governor recruitment. It was agreed new governors with an accountancy/audit background would be required in the near future to strengthen the Audit and Resources Committees.

The Assistant Clerk informed the committee that a 'Becoming a College Governor' section had recently been uploaded to the College website. This would be followed up by a press release from the Marketing Manager, which would include details of the specialist skills areas the College were looking to recruit from. Separately the vacancy for the HE governor is ongoing with the Principal and partner universities. The Assistant Clerk to follow this up with the Marketing Manager.

Asst Clerk

G.19.110 Item 7: Membership Issues

The Clerk presented his report which outlined recommended changes to the membership of the Governance Committee. He explained it was generally considered good practice in colleges for membership of the Governance Committee to comprise of Committee Chairs.

The Chair of Corporation stated the recommendation was not something that had been considered before but confirmed she could see its merits. She noted it would also negate the need to hold separate Chairs' meetings throughout the year.

A governor raised concerns regarding the change potentially narrowing the input to the committee in excluding specific areas, for example, not having a staff governor on the committee. The Chair of Corporation stated that having a staff governor on the committee was a relatively recent occurrence which historically had never been the case, the natural place for staff governors being on the Standards Committee. The Clerk added that the committee was primarily a 'search' committee and in the same way staff elect the staff governor and students elect student governors, independent governors recruit new independent governors. It was preferable for the staff governor not to be so directly involved in independent governor recruitment.

The general consensus was that having Chairs on the Governance Committee was a good idea.

Further discussion took place with regards to governors having additional opportunities for interaction with a wider selection of staff and students on a more informal basis. It was suggested a lunch be held in Clouds Restaurant 2-3 times a year to which staff from the College Consultative Group and students from the Student Council would be invited. The Clerk/Assistant Clerk to progress these lunches, to start in the next academic year.

Clerk/Asst Clerk

A governor questioned whether there was likely to be any changes to current committee memberships. The Chair of Corporation confirmed this would be considered over the summer recess. She went on to inform the Committee that the Chair of Audit had recently given notice to step down from the Board with effect from the end of August due to his other commitments. This would result in a vacancy on the Board and the Audit Committee. The Chair of Corporation, Clerk and Assistant Clerk to consider and take forward.

**Chair/Clerk
/Asst Clerk**

The Chair of Corporation stated that responses to the press release referred to earlier in the meeting may result in interest from potential governors and there may then be the need to hold a special governance meeting to recommend appointments to the Board.

The Principal confirmed two NHS Trust employees had noted their interest in becoming a governor. The Chair of Corporation/Assistant Clerk to follow up in the first instance.

**Chair/Asst
Clerk**

The Committee resolved to recommend the changes to the chairing and membership of the Governance Committee to the Board for approval.

The Chair noted his thanks for the contributions made by the Chair of Audit throughout his time as a governor at the College.

G. 19.111 Item 8: Attendance YTD 2018/19

The Assistant Clerk presented a report showing governor attendance statistics for 2018/19 to date.

Discussions took place with regards to the low level of attendance by the student governors and whether they could be contacted to ascertain the reasons for this. The staff governor offered to look into this matter further with the students concerned. It was suggested that more support be offered to student governors in the future and that the Staff Governor would lead on this.

Staff Gov

With regards to the two student governors leaving this year, the Principal made reference to the number of student governors on the board and whether the committee should now, over a year after merger, consider reducing the number to two overall, one student being from HE and the other from FE. The Clerk agreed to take this forward.

Clerk

Attendance by the parent governor was also discussed. The Chair of Corporation stated that she had received an email from the parent governor apologising for not being able to attend the Strategy Day and other meetings due to work commitments. She suggested that at the end of the academic year, during the summer recess, consideration be given to the option of the parent governor stepping down to become an associate governor on the Resources Committee and then work towards recruiting a new parent governor. The Chair of Corporation to progress.

**Chair of
Corp**

With regards to any general low attendance by independent governors, the Chair of Corporation requested the Clerk to contact those with attendance below 75%.

Clerk

The Assistant Clerk was thanked for the report.

G.19.112 Item 9: Governors' Charter

The Chair of Corporation informed the committee that two sub-group meetings had been held which had resulted in a new draft Governors Charter which had been presented for consideration by the governors at the Strategy Day.

Discussions took place with regards to a suggestion by a governor to change the 'Our Mission' and 'Our Vision' to 'College Mission' and 'College Vision' in the Charter. The governors who had been part of the working group confirmed this was one area they had considered in depth and had felt strongly that it remain as 'Our'. This was agreed.

The Committee resolved to recommend the Charter to the Board.

G.19.113 Item 10: Instrument & Articles of Government

The Clerk gave an update with regards to the Instrument & Articles (I&As) of Government. He explained work was currently ongoing with the Chair of the Corporation with regard to locating the document the previous Clerk had worked on with Eversheds. Once located consideration would be given to what items can be removed from the I&As and placed in the Standing Orders.

**Chair of
Corp /
Clerk**

The Chair of the Corporation and Clerk to progress.

G.19.114 Item 11: Chair's Evaluation

The Clerk introduced the updated Chair's Evaluation Form. Governors discussed the format of the evaluation with the Chair of Corporation explaining that the questions in the form were aligned to the Chair's job description. She confirmed that when the evaluation form was sent out it would be accompanied by the job description and a report to aid completion.

The Chair of Corporation to compile the report.

**Chair of
Corp**

The committee resolved to recommend the form to the Board for approval.

G.19.115 Item 12: Timetable of Meetings

The Clerk presented the timetable of meetings for 2019/2020. He explained that following a request for governors to state their meeting time preference, the majority had chosen 3.00pm. However following discussion, particularly in the light of the future recruitment of governors who may well be in full-time employment, it was decided to hold the Corporation meetings at 5.00pm. Committees could decide their start times between themselves.

The committee resolved to recommend the timetable to the Board for approval subject to the time amendment for Corporation meetings to 5.00pm.

Asst Clerk

G.19.116 Item 13: Items to be reported to the Corporation

The Chair summarised the meeting and identified the following items to be reported to the Corporation at its meeting on 10th July: **Chair**

- Update on the progress of the skills analysis.
- To recommend for approval the changes to the chairing and membership of the Governance Committee
- Update on attendance year to date
- Update on the new staff charter 'Our Values'
- To recommend for approval the changes to the Chair's Evaluation form
- To recommend for approval the updated timetable of meetings for 2019/20

G.19.117 Date of Next Meeting

Wednesday 6th November 2019